TerraForm Power, Inc. Form 4 July 23, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

Check this box if no longer

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person *

(First)

SUNEDISON, INC.

(Middle)

2. Issuer Name and Ticker or Trading Symbol

TerraForm Power, Inc. [TERP]

3. Date of Earliest Transaction (Month/Day/Year)

13736 RIVERPORT DRIVE, SUITE 07/23/2014

180

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

MARYLAND HEIGHTS, MO 63043

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 5. Amount of

Security (Month/Day/Year) (Instr. 3)

Execution Date, if anv (Month/Day/Year)

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5) Code (Instr. 8)

Amount

(A) Transaction(s)

Price

Securities Beneficially Owned Following Reported

(Instr. 3 and 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)

(Instr. 4)

See

Class A Common

Stock

07/23/2014

D

Code

250,000 (1)

or

(D)

(1) 0 I

footnote (6)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Information 5. Number of Information 5. Supposed of (Disposed of (Instr. 3, 4, and	uired (A) or	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and
	Security				(4)	(D)	Date Exercisable	Expiration Date	Title
Class B				Code V	(A)	(D)			
Units of TerraForm Power, LLC	(2) (4)	07/23/2014		<u>J(2)</u>	65,709,404 (2) (4)		(2)(4)	(2)(4)	Class A Common Stock
Class B Units of TerraForm Power, LLC	(3) (4)	07/23/2014		J <u>(3)</u>	5,840,000		(3)(4)	(3)(4)	Class A Common Stock
Class B Units of TerraForm Power, LLC	<u>(5)</u>	07/23/2014		S		7,022,750	<u>(5)</u>	<u>(5)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	officer	Other		
SUNEDISON, INC. 13736 RIVERPORT DRIVE, SUITE 180 MARYLAND HEIGHTS, MO 63043		X				
SunEdison Holdings Corp 13736 RIVERPORT DRIVE, SUITE 180 MARYLAND HEIGHTS, MO 63043		X				
Signatures						
/s/ Sebastian Deschler, by power of attorney	07	/23/2014				

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - Immediately prior to the completion of the initial public offering of TerraForm Power, Inc. (the "Company"), SunEdison Holdings
- (1) Corporation ("SunEdison Holdings") contributed to the Company for no consideration all of the shares of Class A common stock held by SunEdison Holdings.

(2)

Reporting Owners 2

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Immediately prior to the completion of the Company's initial public offering, the Company effected a 262.8376-for-1 stock split of its outstanding Class B common and, pursuant to the Amended and Restated Limited Liability Company Agreement of TerraForm Power, LLC ("Terra LLC") dated as of July 23, 2014 and a related exchange agreement dated as of July 23, 2013 (the "Exchange Agreement"), SunEdison Holdings' existing ownership interest in Terra LLC was reclassified into a number of Class B units of equal to the number of shares of Class B common stock held by SunEdison Holdings following such stock split.

- Represents shares of Class B common stock of the Company and Class B units of Terra LLC received by SunEdison Holdings pursuant to a pro rata distribution of securities by Silver Ridge Power LLC ("Silver Ridge") on account of SunEdison Holdings' existing ownership interest in Silver Ridge. Such securities were acquired by Silver Ridge pursuant to the Master Transaction Agreement dated June 16, 2014 in exchange for a certain solar energy project owned by Silver Ridge at a price per share of \$25.00.
 - The Class B units of Terra LLC (together with a corresponding number of shares of Class B common stock of the Company) are exchangeable at any time for shares of Class A common stock of the Company on a one-for-one basis, subject to equitable adjustments
- (4) for stock splits, stock dividends and reclassifications. As SunEdison Holdings exchanges the Class B units for shares of Class A common stock pursuant to the Exchange Agreement, an equivalent number of shares of Class B common stock issued to SunEdison Holdings will automatically be cancelled.
- (5) Represents Class B units of Terra LLC (and a corresponding number of shares of Class B common stock) acquired by the Company from SunEdison Holdings.
- (6) The shares of Class B common stock and Class B units reported herein are directly owned by SunEdison Holdings and indirectly owned by SunEdison, Inc., which as the direct parent of SunEdison Holdings has shared voting and dispositive power over such shares and units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.